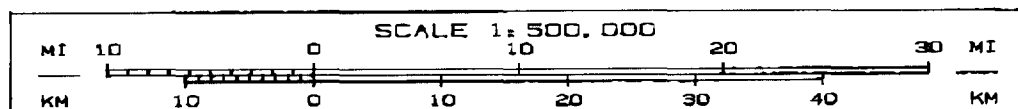
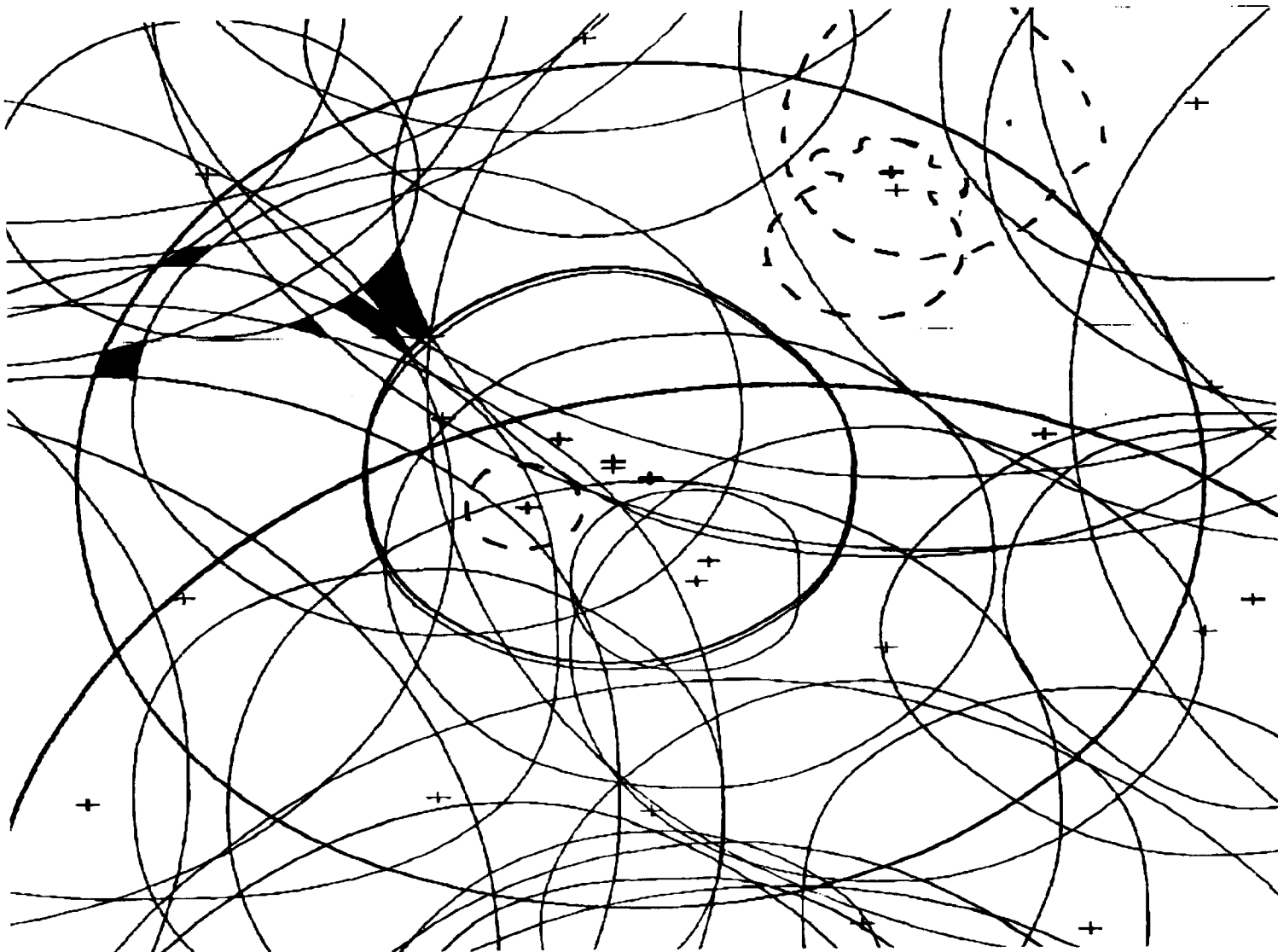


TWIN STATES 3RD SERVICE AREA

EXHIBIT #2

TWIN STATES BROADCASTING
COMMENTS/COUNTERPROPOSAL
TO DOC NO. 94-113 RM-0514
CAPE GIRARDEAU, MO AND
UNION CITY, TN
NOVEMBER 1994

BROMO BROADCAST
COMMUNICATIONS TECHNICAL CONSULTANTS



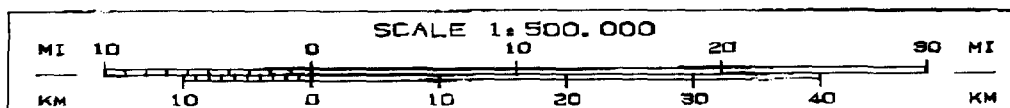
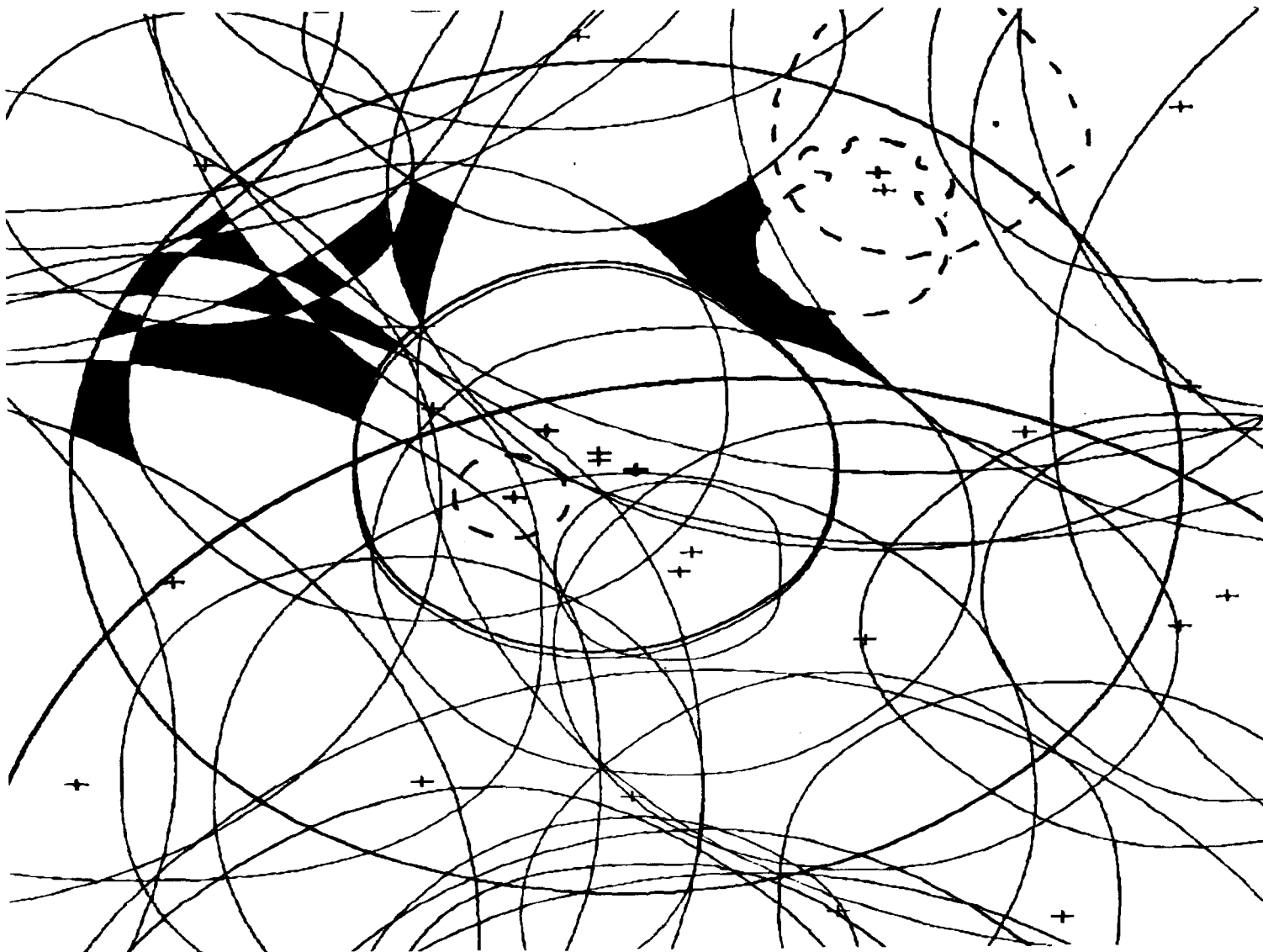
TWIN STATES 4TH SERVICE AREA

EXHIBIT #3

TWIN STATES BROADCASTING
COMMENTS/COUNTERPROPOSAL
TO DCC NO. 94-113 RM-8514
CAPE GIRARDEAU, MO AND
UNION CITY, TN
NOVEMBER 1994

BROMO
COMMUNICATIONS
St Simons Island, Georgia

BROADCAST
TECHNICAL CONSULTANTS
Washington, D.C.



TWIN STATES 5TH SERVICE AREA

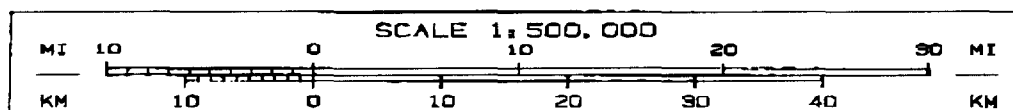
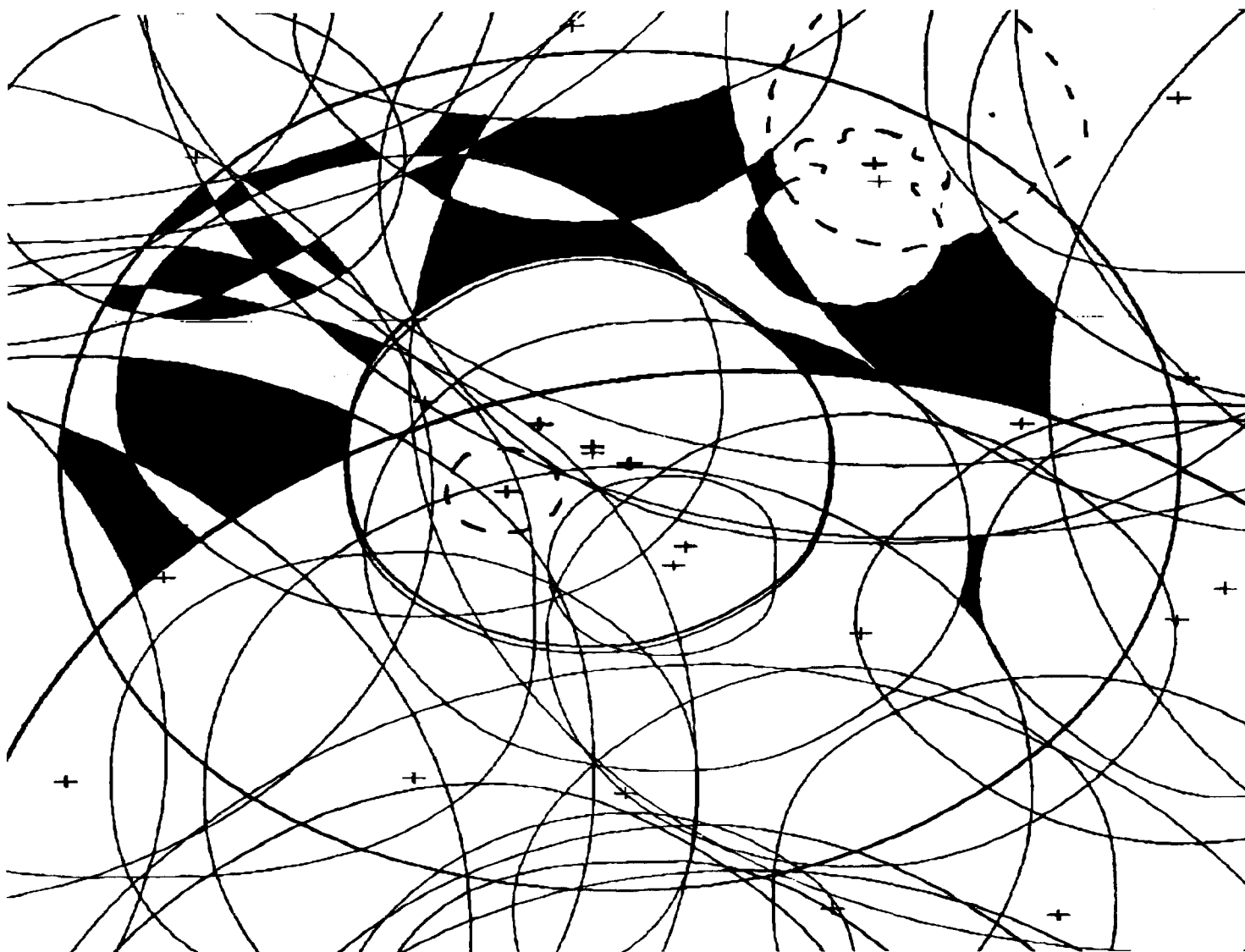
EXHIBIT #4

TWIN STATES BROADCASTING
COMMENTS/COUNTERPROPOSAL
TO DOC NO. 94-113 RM-8514
CAPE GIRARDEAU, MO AND
UNION CITY, TN
NOVEMBER 1994

BROMO BROADCAST
COMMUNICATIONS TECHNICAL CONSULTANTS

St Simons Island, Georgia

Washington, D.C.

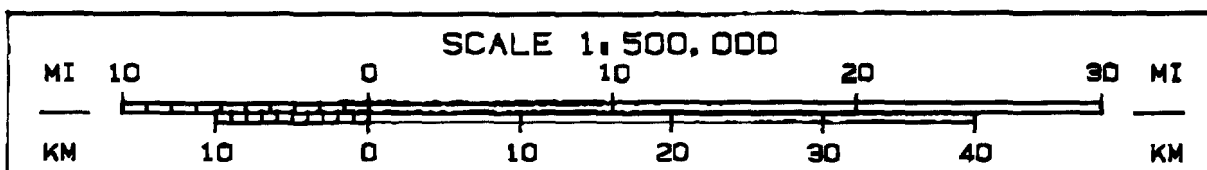
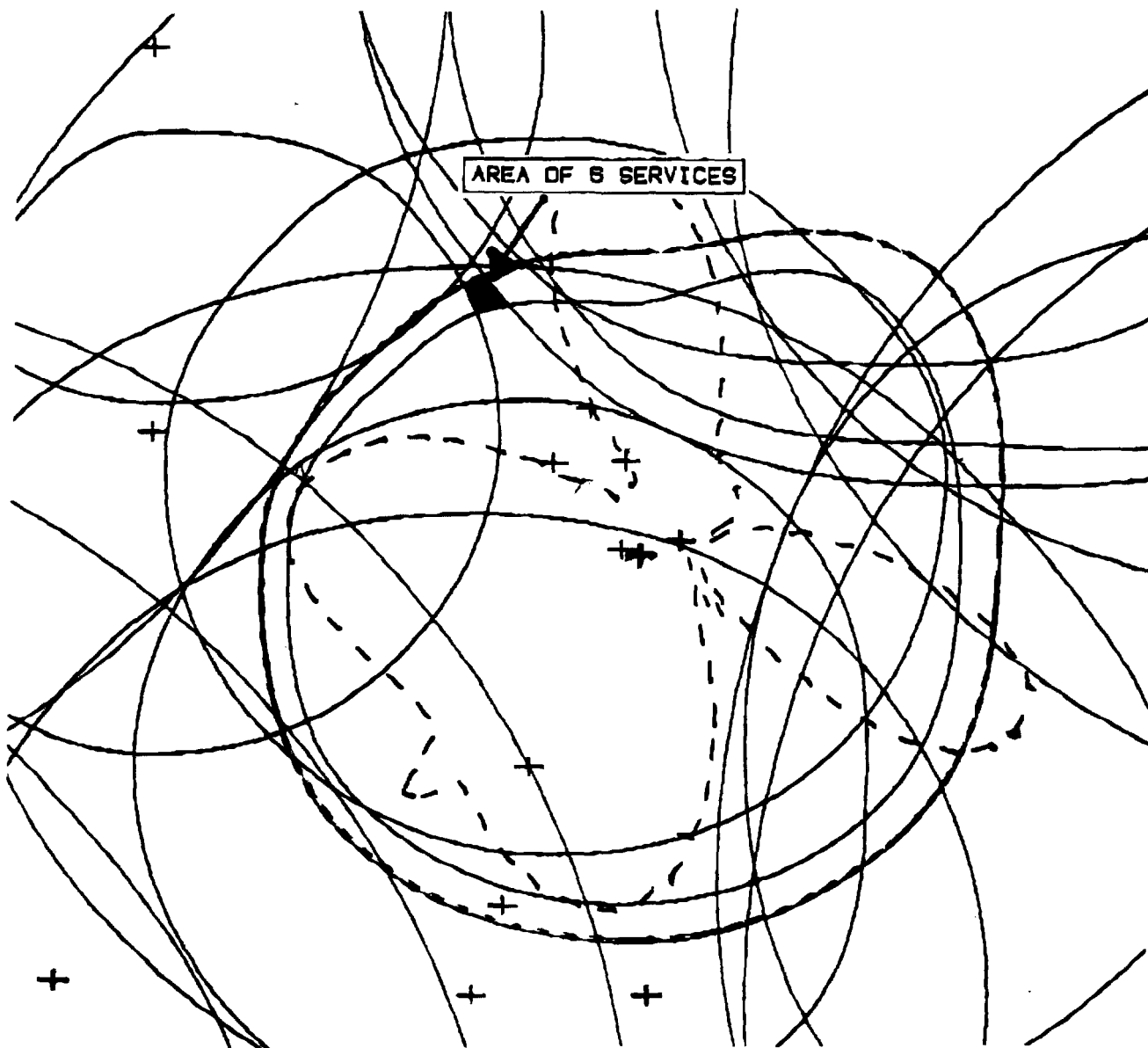


TWIN STATES 6TH SERVICE AREA

EXHIBIT #5

TWIN STATES BROADCASTING
COMMENTS/COUNTERPROPOSAL
TO DOC NO. 94-113 RM-8514
CAPE GIRARDEAU, MO AND
UNION CITY, TN
NOVEMBER 1994

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St Simons Island, Georgia Washington, D.C.



GREASER 6TH SERVICE AREA

EXHIBIT #5A

TWIN STATES BROADCASTING
COMMENTS/COUNTERPROPOSAL
TO DOC NO. 94-113 RM-8514
CAPE GIRARDEAU, MO AND
UNION CITY, TN

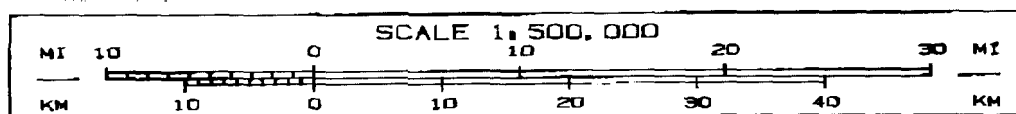
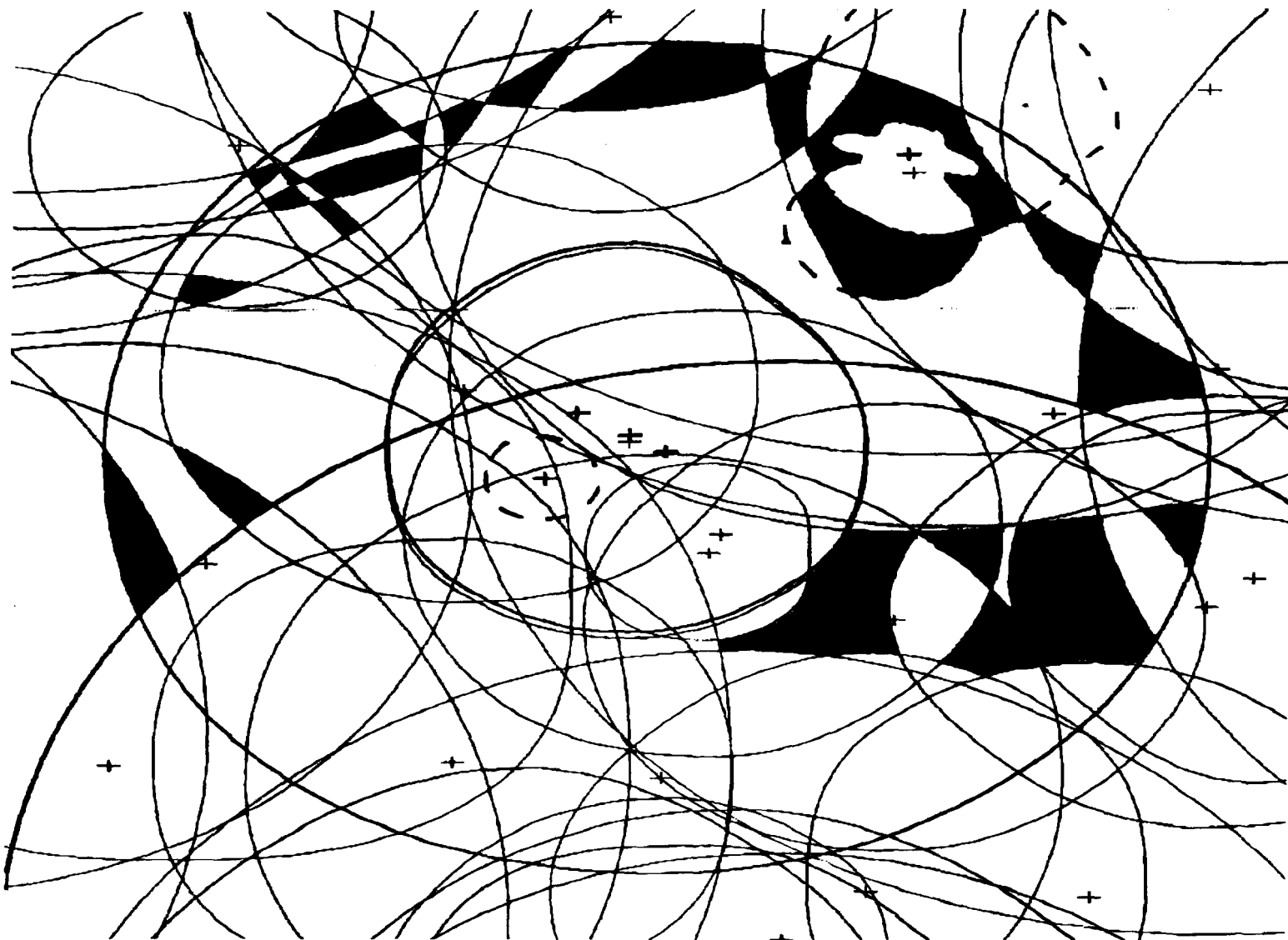
NOVEMBER 1994

BROMO
COMMUNICATIONS

BROADCAST
TECHNICAL CONSULTANTS

St Simons Island, Georgia

Washington, D.C.

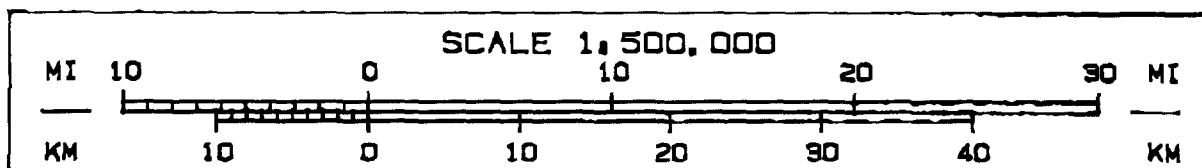
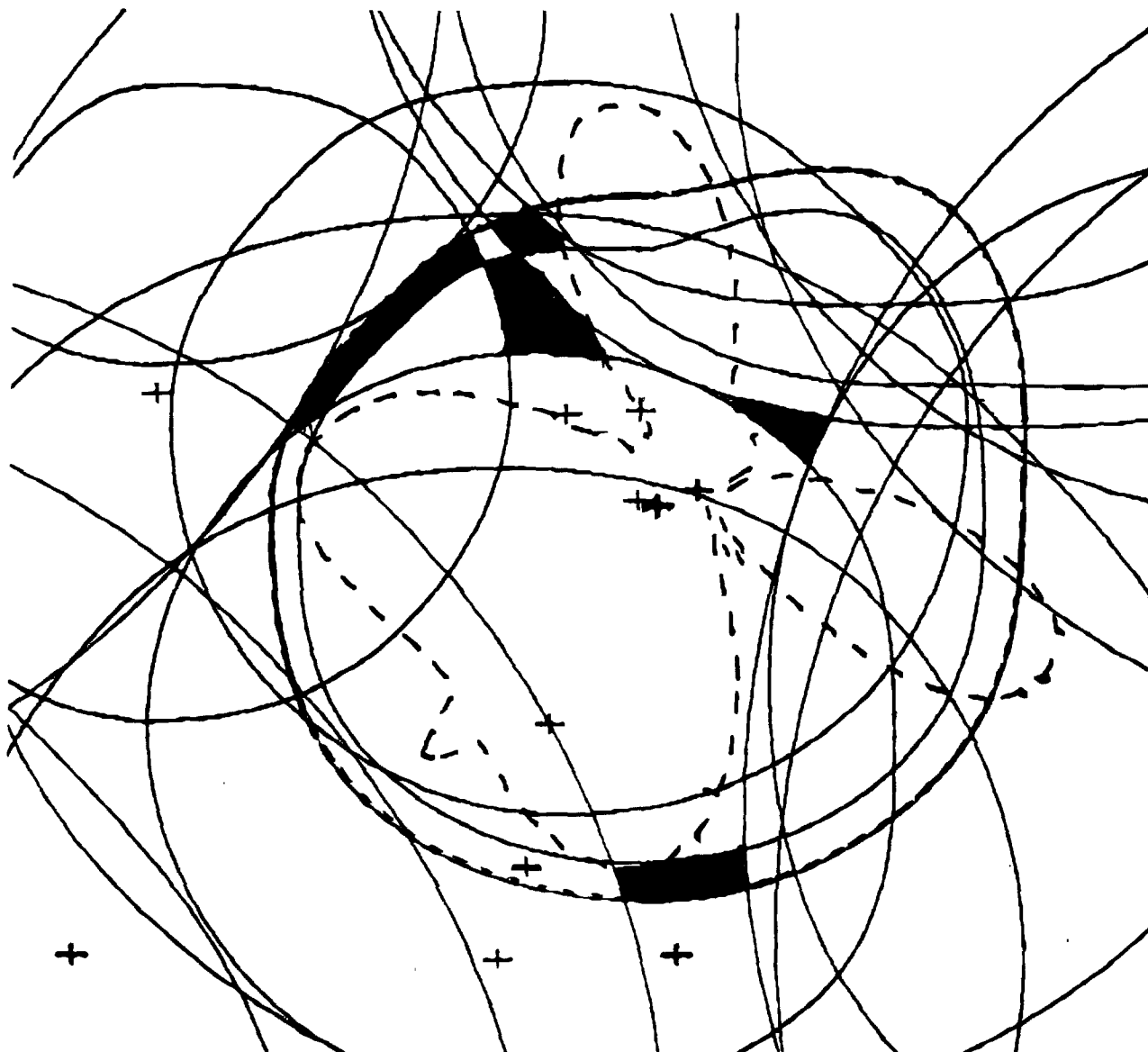


TWIN STATES 7TH SERVICE AREA

EXHIBIT #6

TWIN STATES BROADCASTING
COMMENTS/COUNTERPROPOSAL
TO DOC NO. 94-113 RM-8514
CAPE GIRARDEAU, MO AND
UNION CITY, TN
NOVEMBER 1994

BROMO BROADCAST
COMMUNICATIONS TECHNICAL CONSULTANTS
St Simons Island, Georgia Washington, D.C.



GREASER 7TH SERVICE AREA

EXHIBIT #6A

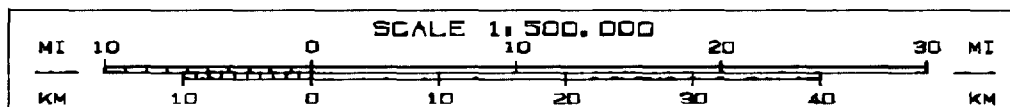
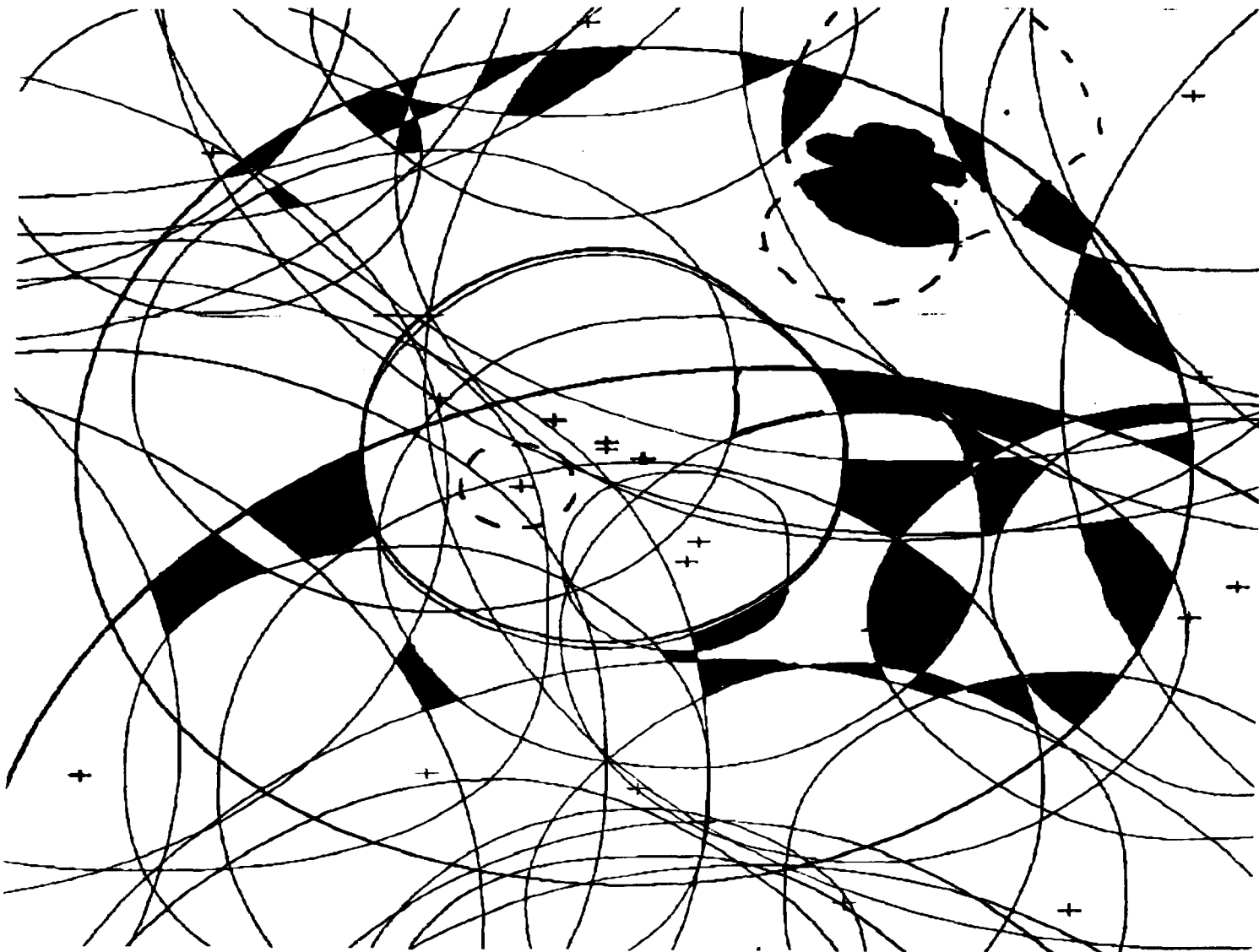
TWIN STATES BROADCASTING
COMMENTS/COUNTERPROPOSAL
TO DOC NO. 94-113 RM-8514
CAPE GIRARDEAU, MO AND
UNION CITY, TN
NOVEMBER 1994

BROMO
COMMUNICATIONS

St Simons Island, Georgia

BROADCAST
TECHNICAL CONSULTANTS

Washington, D.C.

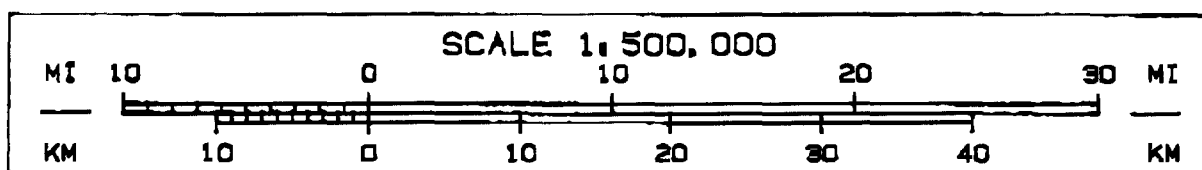
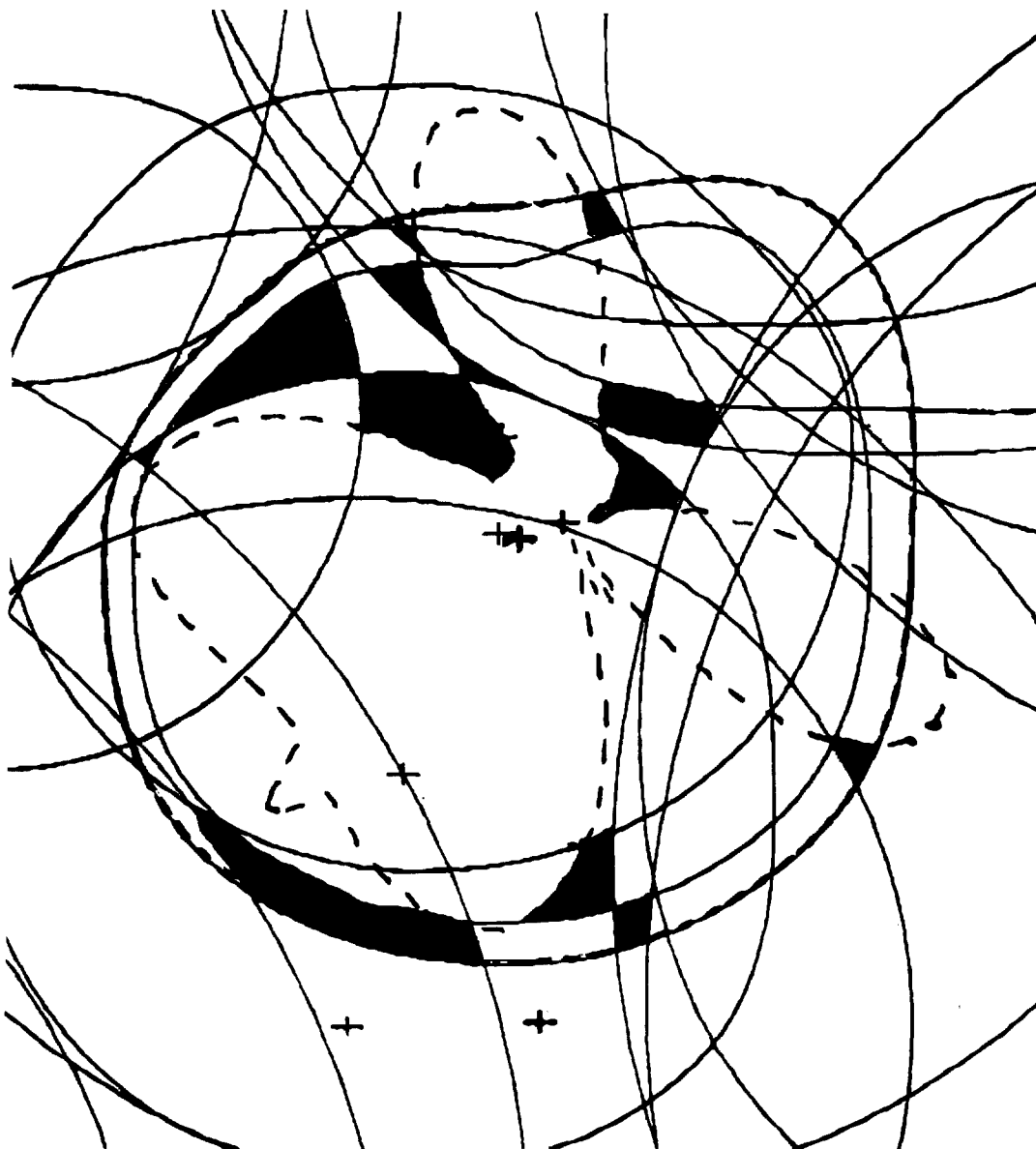


TWIN STATES 8TH SERVICE AREA

EXHIBIT #7

TWIN STATES BROADCASTING
COMMENTS/COUNTERPROPOSAL
TO DOC NO. 94-113 RM-8514
CAPE GIRARDEAU, MO AND
UNION CITY, TN
NOVEMBER 1994

BROMO BROADCAST
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COMMUNICATIONS
St Simons Island, Georgia Washington, D.C.



GREASER 8TH SERVICE AREA

EXHIBIT #7A

TWIN STATES BROADCASTING
COMMENTS/COUNTERPROPOSAL
TO DOC NO. 94-113 RM-8514
CAPE GIRARDEAU, MO AND
UNION CITY, TN

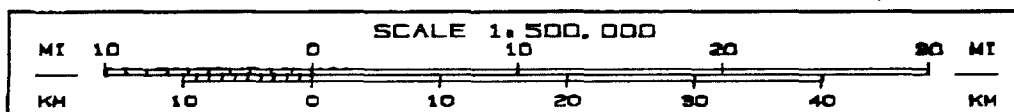
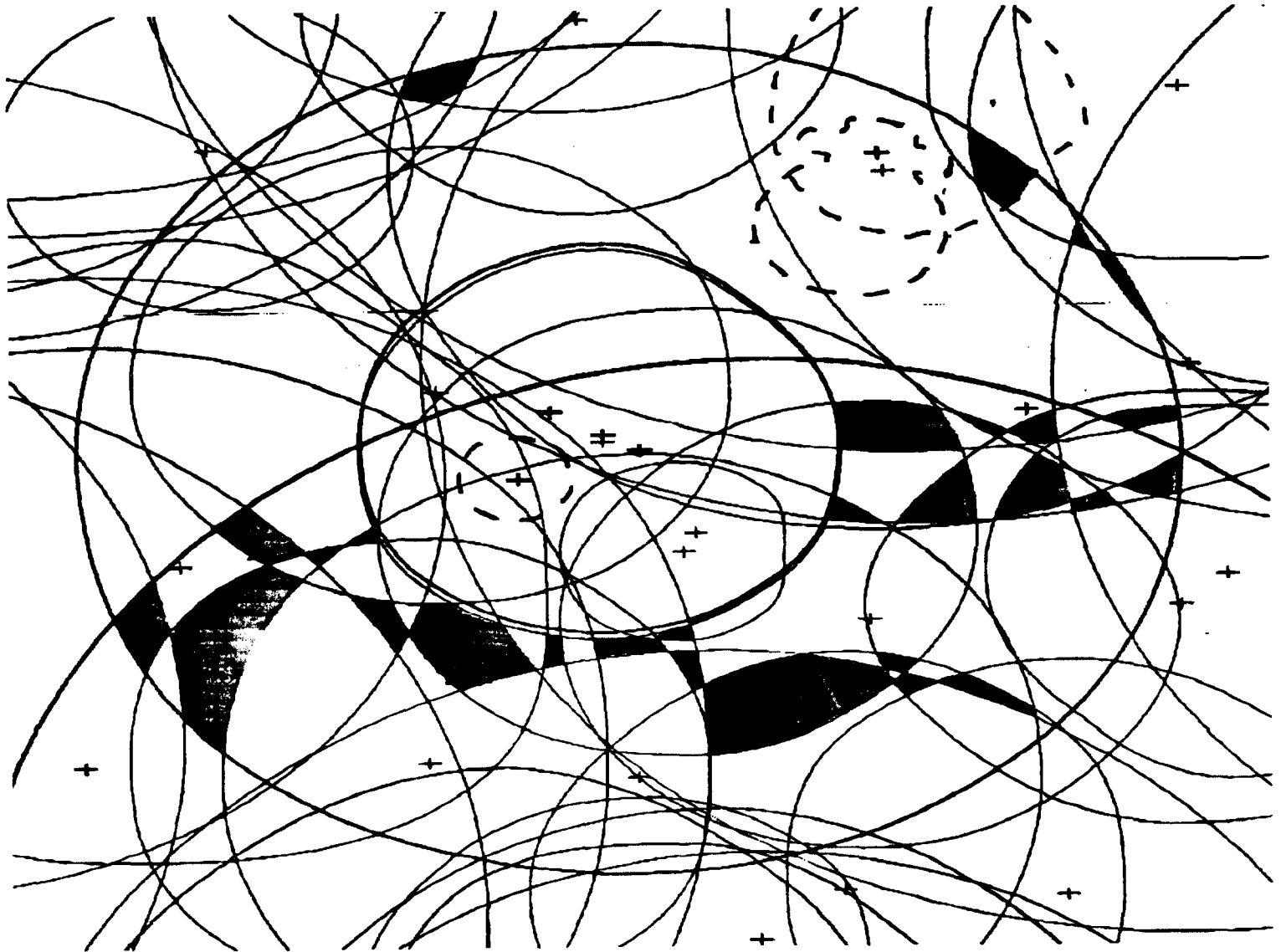
NOVEMBER 1994

BROMO
COMMUNICATIONS

BROADCAST
TECHNICAL CONSULTANTS

St Simons Island, Georgia

Washington, D.C.

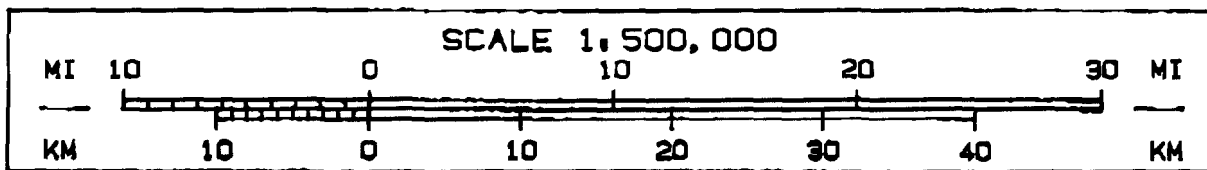
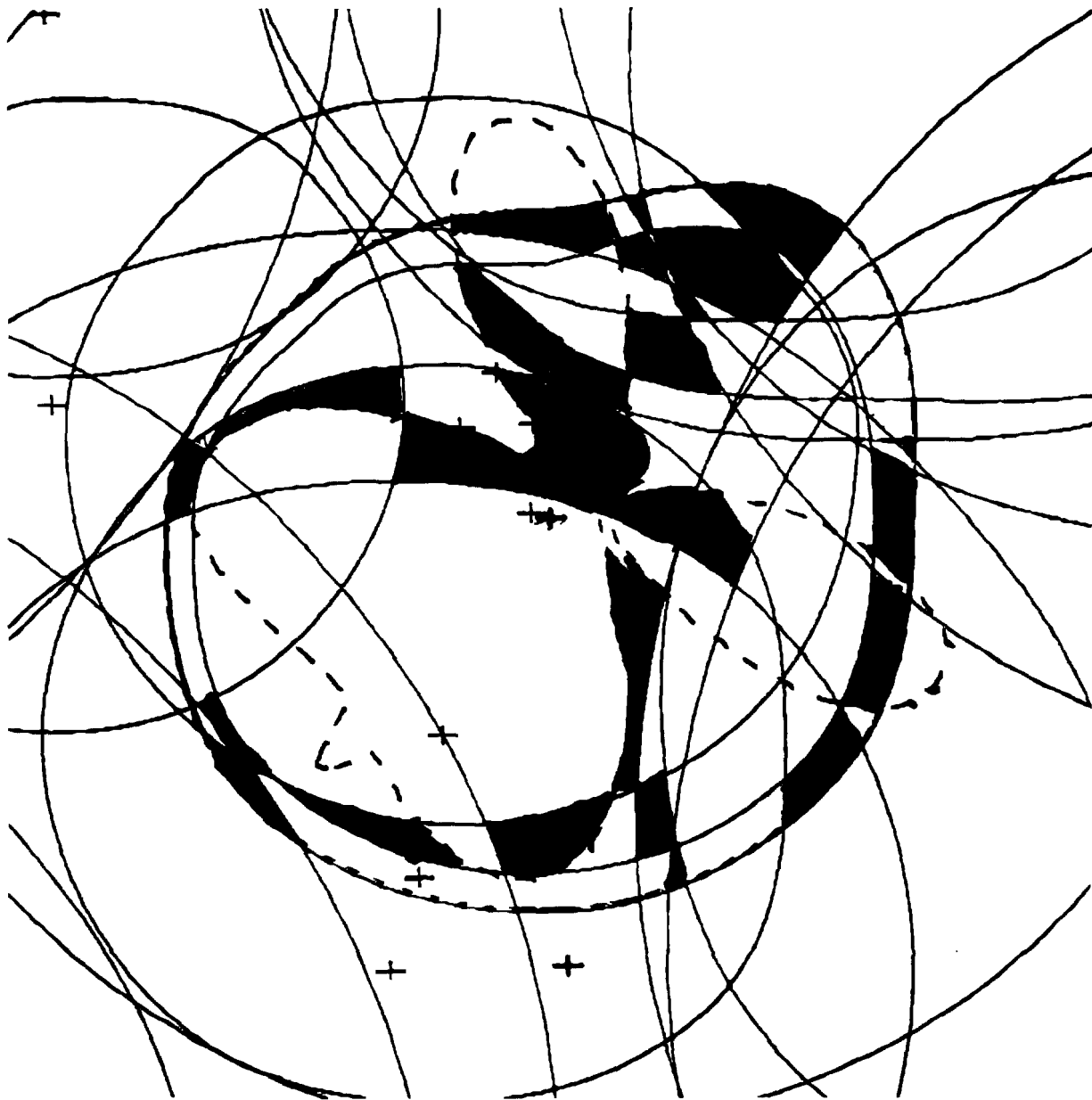


TWIN STATES 9TH SERVICE AREA

EXHIBIT #8

TWIN STATES BROADCASTING
COMMENTS/COUNTERPROPOSAL
TO DDC NO. 94-113 RM-8514
CAPE GIRARDEAU, MO AND
UNION CITY, TN
NOVEMBER 1994

BROMO BROADCAST
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St Simons Island, Georgia Washington, D.C.



GREASER 9TH SERVICE AREA

EXHIBIT #8A

TWIN STATES BROADCASTING
COMMENTS/COUNTERPROPOSAL
TO DOC NO. 94-113 RM-8514
CAPE GIRARDEAU, MO AND
UNION CITY, TN

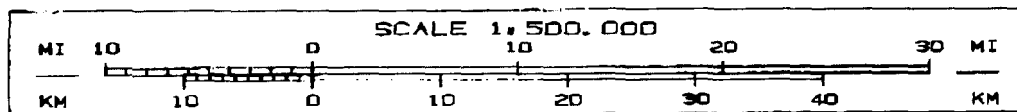
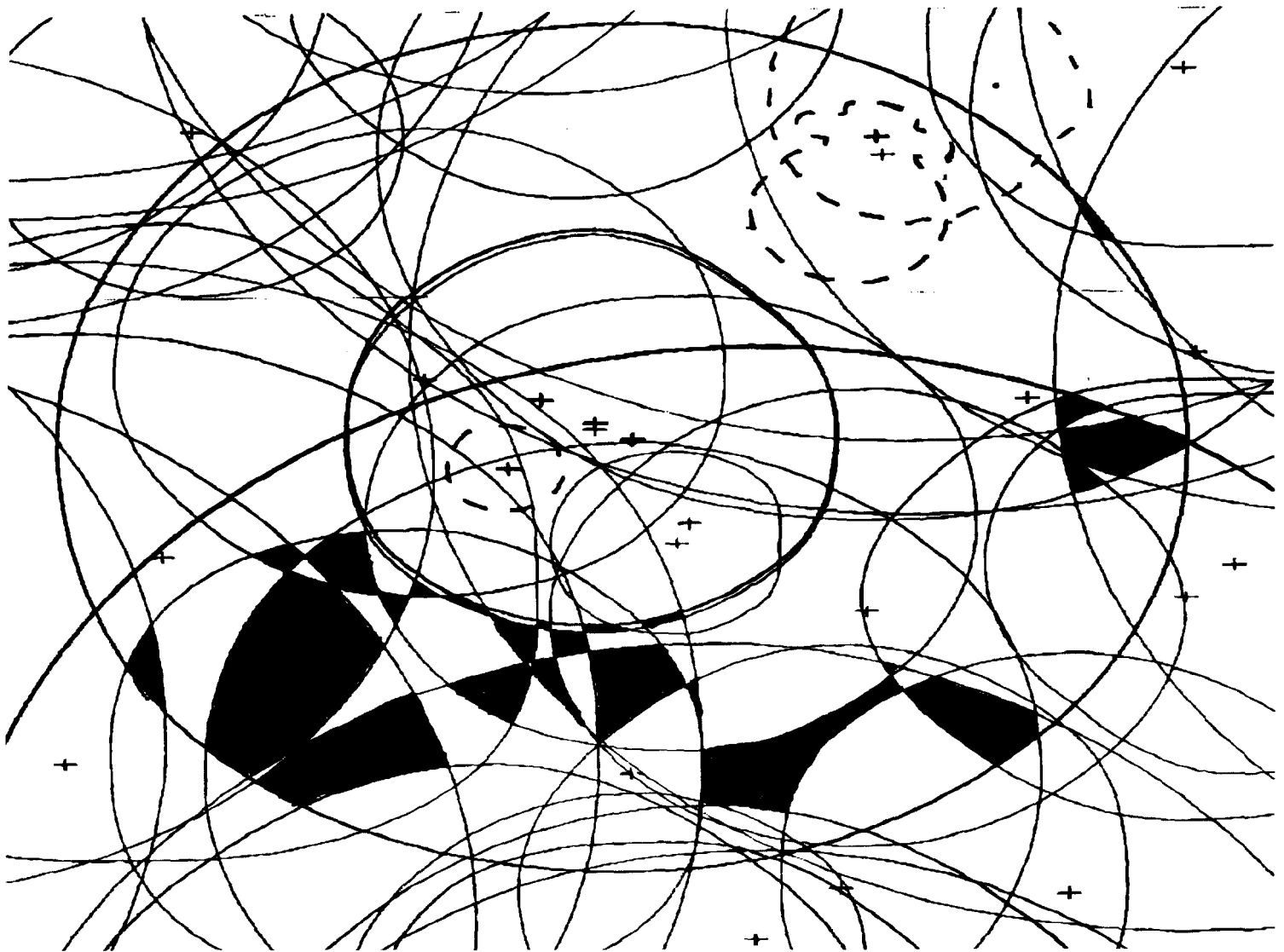
NOVEMBER 1994

BROMO
COMMUNICATIONS

BROADCAST
TECHNICAL CONSULTANTS

St Simons Island, Georgia

Washington, D.C.



TWIN STATES 10TH SERVICE AREA

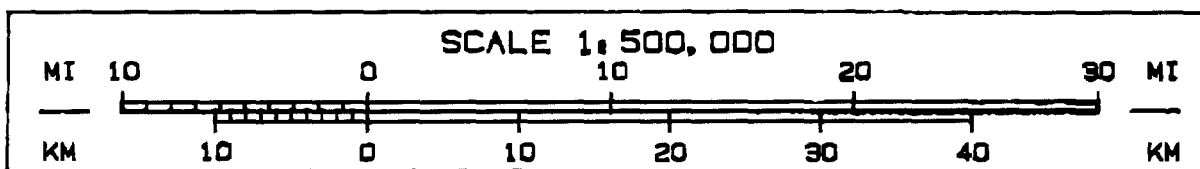
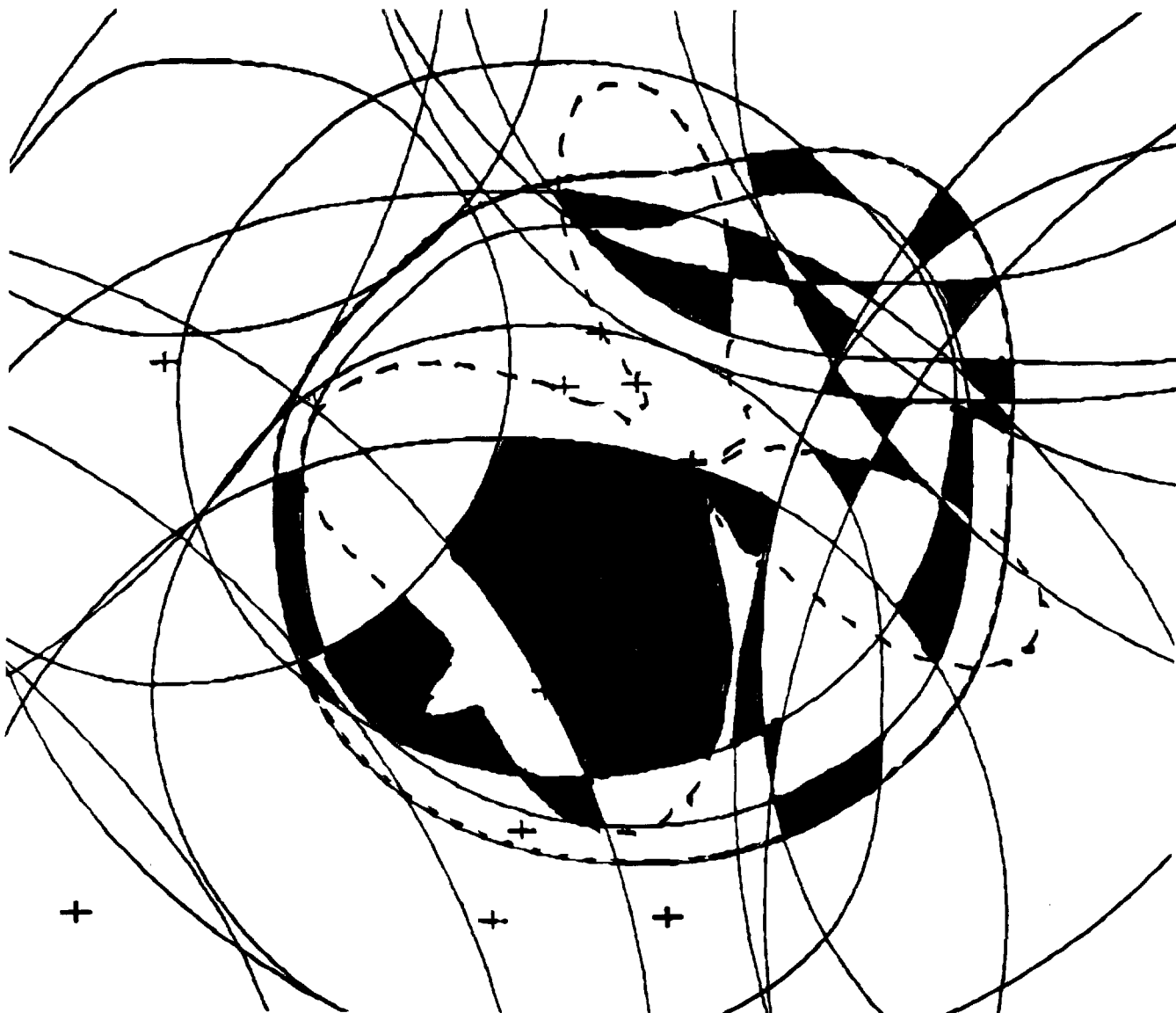
EXHIBIT #9

TWIN STATES BROADCASTING
COMMENTS/COUNTERPROPOSAL
TO DOC NO. 94-113 RM-8514
CAPE GIRARDEAU, MO AND
UNION CITY, TN
NOVEMBER 1994

BROMO BROADCAST
COMMUNICATIONS TECHNICAL CONSULTANTS

St Simons Island, Georgia

Washington, D.C.



GREASER 10TH SERVICE AREA

EXHIBIT #9A
TWIN STATES BROADCASTING
COMMENTS/COUNTERPROPOSAL
TO DOC NO. 94-113 RM-8514
CAPE GIRARDEAU, MO AND
UNION CITY, TN
NOVEMBER 1994

BROMO BROADCAST
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COMMUNICATIONS
St Simons Island, Georgia Washington, D.C.

**TWIN STATES BROADCASTING
COMMENTS/COUNTERPROPOSAL
TO DOCKET NO. 94-113 RM 8514
CAPE GIRARDEAU, MO AND
UNION CITY, TN
NOVEMBER 1994**

Exhibit #10

All Stations Considered By Twin States

WKNP - Jackson, TN	WUTM - Martin, TN
WKNQ - Dyersburg, TN	WUMI - Milan, TN
WWGM, Alamo, TN	WTKB - Atwood, TN
WMUF - Paris, TN	WLSQ - Dyer, TN
WCDZ - Dresden, TN	WWEZ - Trenton, TN
WASL - Dyersburg, TN	WVHR - Huntingdon, TN
WAAT - Tiptonville, TN	WCMT - Martin, TN
WZDQ - Humboldt, TN	WMXX - Jackson, TN
WTNV - Jackson, TN	WLSZ - Humboldt, TN
WAKQ - Paris, TN	WWUC - Union City, TN
WWYN - McKenzie, TN	WGCF - Paducah, KY
WVHM - Benton, KY	WKMS - Murray, KY
WKYQ - Paducah, KY	WXID - Mayfield, KY
WGKY - Wickliffe, KY	WDDJ - Paducah, KY
WWKF - Fulton, KY	WVVR - Hopkinsville, KY
WCBL - Benton, KY	WBLN - Murray, KY
WCVO - Fort Campbell, KY	KSTG - Sikeston, MO
KTMO - Kennett, MO	KGMO - Cape Girardeau, MO
KEZS - Cape Girardeau, MO	KYMO - East Prairie, MO
KWKZ - Charleston, MO	KMIS - New Madrid, MO
KHLS - Blytheville, AR	WKYX-AM - Paducah, KY
WYMC-AM - Mayfield, KY	

**TWIN STATES BROADCASTING
COMMENTS/COUNTERPROPOSAL
TO DOCKET NO. 94-113 RM 8514
CAPE GIRARDEAU, MO AND
UNION CITY, TN
NOVEMBER 1994**

Exhibit #10A

All Stations Considered By Greaser

KRCU - Cape Girardeau, MO
KKLR - Poplar Bluff, MO
KSTG - Sikeston, MO
KGM0 - Cape Girardeau, MO
KQUA - Lutesville, MO
KWKZ - Charleston, MO
WKYQ - Paducah, KY
WSIU - Carbondale, IL
WOOZ - Harrisburg, IL
WTAO - Murphysboro, IL
KZIM-AM - Cape Girardeau, MO

KBDZ - Perryville, MO
KJEZ - Poplar Bluff, MO
KCGQ - Gordonville, MO
KEZS - Cape Girardeau, MO
KYRX - Chaffee, MO
WGCF - Paducah, KY
WDDJ - Paducah, KY
WRAJ - Anna, IL
WCIL - Carbondale, IL
WDDD - Marion, IL

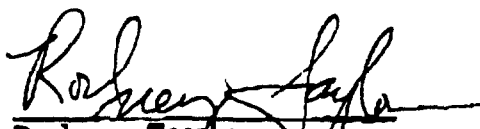
STATEMENT

Rodney Taylor states as follows:

I am President of Twin States Broadcasting, Inc., which has requested the Federal Communications Commission to amend its Rules and upgrade the channel of Station WKWT(FM), Union City, Tennessee, from 285A to 284C2. The attached Counterproposal, which restates that request, was prepared at my direction and is true and correct to the best of my knowledge and belief. If the channel of WKWT(FM) is upgraded by the Commission, Twin States Broadcasting, Inc. will immediately file an application for a permit to operate on the upgraded channel and, upon grant of that application, will immediately construct and operate that modified station. Twin States Broadcasting, Inc. also will reimburse Station KYRX(FM), Chaffee, Missouri, for the reasonable and prudent expenses which it incurs for the change in its operating frequency which would result from the WKWT(FM) upgrade.

I hereby certify under penalty of perjury that the above statement is true and correct. Dated this 23rd day of November, 1994.

By:


Rodney Taylor
President, Twin States
Broadcasting, Inc.

CERTIFICATE OF SERVICE

I, Melissa Clement, a secretary in the law firm of Brown, Nietert & Kaufman, do hereby certify, that I have this 25th day of November, caused the foregoing Counterproposal to be served via First-Class, United States Mail, postage pre-paid on the following:

Jeffrey D. Southmayd, Esquire
Southmayd & Miller
1220 19th Street, N.W.
Suite 400
Washington, DC 20036

Charter Media, Inc.
c/o Station KYRX(FM)
901 South Kings Highway
Cape Girardeau, MO 63701

* John A. Karousos
Acting Chief, Allocations Branch
Policy and Rules Division
Mass Media Bureau
Federal Communications Commission
2025 M Street, N.W.
Room 8322
Washington, DC 20554



Melissa Clement

* By Hand